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RECORDATION NO.

19649-A

FILED 1495

NOV 3 1995 2 PM

November 3, 1995

Hon. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Secretary Williams:

Enclosed are the original and two copies of the document described below, to be recorded pursuant to section 11303 of Title 49 of the U.S. Code.

The document, Memorandum of Sublease of Railroad Cars, is a sublease and a secondary document, dated October 12, 1995. The primary document to which this document is connected is recorded under Recordation No. 19649, dated October 4, 1995.

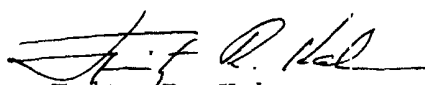
The names and addresses of the parties to the document are Kyle Railroad Company, P. O. Box 506, Phillipsburg, KS 67661, and Archer-Daniels-Midland Company, P. O. Box 1470, Decatur, IL 62525.

A description of the cars covered by the document appears in Exhibit "A" to the document.

This firm's check for \$21 in payment of the fee is enclosed. Please return the original and any copies not needed by the Commission for recordation to the undersigned.

A short summary of the document to appear in the index follows: A sublease by Kyle Railroad Company, dated October 12, 1995, of 100 covered hopper cars, and connected to the document recorded under Recordation No. 19649, dated October 4, 1995.

Sincerely yours,


Fritz R. Kahn
Attorney for Kyle Railroad Co.

1 County Parts - Fritz R. Kahn

REGISTRATION NO. 196 49-A
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INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF SUBLEASE OF RAILROAD CARS

THIS MEMORANDUM OF SUBLEASE OF RAILROAD CARS ("Memorandum of Sublease"), made as of October 12, 1995, is intended to evidence the Sublease of Railroad Cars, dated as of October 12, 1995 (the "Lease") between KYLE RAILROAD COMPANY, a Kansas corporation ("Lessor"), and ARCHER-DANIELS-MIDLAND COMPANY, a Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. Lessor has the right to sublease the railroad cars, more fully described in Exhibit "A" attached hereto (the "Units"). Lessee subleased from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, each party, pursuant to due corporate authority, has executed this Memorandum of Sublease on the date indicated below its signature.

LESSOR

LESSEE

KYLE RAILROAD COMPANY,
a Kansas Corporation

ARCHER-DANIELS-MIDLAND COMPANY

By: 

RICK CECIL

By: 

W. H. CAMP

Title: Executive Vice President

Title: Vice President

Date: October 6, 1995

Date: October 12, 1995

EXHIBIT "A"

To the Lease of Railroad Equipment dated as of October 12, 1995
between KYLE RAILROAD COMPANY and ARCHER-DANIELS-MIDLAND COMPANY.

Equipment Description:

One Hundred (100) 5,161 cu. ft. covered hopper railway cars
manufactured by Trinity Industries, Inc.

Unit Numbers:

ADMX 55001 - 55100, inclusive

STATE OF ARIZONA)
) S
COUNTY OF MARICOPA)

On this 6th day of October, 1995, before me personally appeared RICK PERKINS, to me personally known, who, being by me duly sworn says that he is Executive Vice President of Kyle Railroad Company, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Denmaris K Williams
Notary Public

My Commission Expires: August 1, 1996

[Notarial Seal]

STATE OF ILLINOIS)
) S
COUNTY OF MACON)

On this 17th day of OCTOBER, 1995, before me personally appeared W N CAMP, to me personally known, who, being by me duly sworn says that he is VICE PRESIDENT of ARNER DANIELS RUDMAN COMPANY that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Wickie Bromley
Notary Public

My Commission Expires: 4-14-98

[Notarial Seal]

